

EISENBROWN STEVEN A

Form 4

November 10, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EISENBROWN STEVEN A

2. Issuer Name **and** Ticker or Trading
Symbol

ROCKWELL AUTOMATION INC
[ROK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

11/08/2004

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior Vice President

777 EAST WISCONSIN AVENUE,
SUITE 1400

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MILWAUKEE, WI 53202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/08/2004		M	V Amount (A) or (D) Price \$ 17.1029	29,333	D	
Common Stock	11/08/2004		S	200 D \$ 44.1	29,133	D	
Common Stock	11/08/2004		S	600 D \$ 44.09	28,533	D	
Common Stock	11/08/2004		S	300 D \$ 44.02	28,233	D	
Common Stock	11/08/2004		S	18,250 D \$ 44	9,983	D	

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Common Stock 11/08/2004 M 4,000 A \$ 11.6038 13,983 D

Common Stock 4,731.2547 I ⁽¹⁾ By Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 17.1029	11/08/2004		M	19,350	01/08/2000 01/08/2009	Common Stock
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000 10/04/2009	Common Stock
Employee Stock Option (right to buy)	\$ 11.6038	11/08/2004		M	4,000	10/02/2001 10/02/2010	Common Stock
Employee Stock Option (right to buy)	\$ 13.4					10/01/2002 10/01/2011	Common Stock
Employee Stock Option (right to	\$ 15.5					10/07/2003 ⁽²⁾ 10/07/2012	Common Stock

buy)

Employee

Stock

Option \$ 27.75

(right to

buy)

10/06/2004⁽²⁾ 10/06/2013Common
Stock

Employee

Stock

Option \$ 43.9 11/08/2004

(right to

buy)

A 80,000

11/08/2005⁽²⁾ 11/08/2014Common
Stock

Common

Stock Share ⁽³⁾⁽⁴⁾⁽⁴⁾Common
Stock

Equivalents

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EISENBROWN STEVEN A
777 EAST WISCONSIN AVENUE, SUITE 1400
MILWAUKEE, WI 53202

Senior Vice President

Signatures

K. A. Balistreri, Attorney-in-Fact for Steven A.
Eisenbrown

11/10/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares represented by Company stock fund units under the Company's Savings Plan which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 11/01/2004.

(2) The option vests in three substantially equal annual installments beginning on the date exercisable.

Share equivalents represented by Company stock fund units credited under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 11/01/2004. The number of share equivalents represented by the balance of a participant's Company stock fund account may not exactly equal the number of share equivalents represented by a prior balance plus additions due to variances in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the plan.

(4) The share equivalents are payable in cash upon retirement or after termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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